

RECORDATION NO.

18076-B

FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

MAY 14 '04 12:50 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 14, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Renewal of Equipment Lease, dated as of May 10, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Commission under Recordation Number 18076.

The names and addresses of the parties to the enclosed document are:

Lessor: M & T Credit Corporation  
25 South Charles Street  
Baltimore, Maryland 21201

Lessee: BC Rail Ltd.  
22 West Esplanade  
North Vancouver British Columbia  
Canada V7M 3J1

Mr. Vernon A. Williams  
May 14, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 flatcars: BCIT 873950 and BCIT 873951, and 179 flatcars within the series BCIT 871000 - BCIT 871259 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Renewal of Equipment Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

18076-B FILED

MEMORANDUM OF  
RENEWAL OF EQUIPMENT LEASE

MAY 14 '04

12:50 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RENEWAL OF EQUIPMENT LEASE (this "Memorandum") dated as of May 14, 2004 is among M&T CREDIT CORPORATION, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland), a New York Corporation (the "Lessor") and BC RAIL LTD., a British Columbia corporation (the "Lessee").

A. Lessor and British Columbia Railway Company, a British Columbia corporation ("British Columbia") entered into that certain Equipment Lease dated as of December 4, 1992, and Schedule No. 1 thereto dated December 4, 1992 (collectively, the "Lease"), pursuant to which Lessor agreed to lease to British Columbia two-hundred one (201) 71 ft. center beam bulkhead flatcars, and two (2) 73 ft. center beam bulkhead flatcars.

B. The Lease was recorded with the Interstate Commerce Commission on December 31, 1992 under Recordation No. 18076.

C. Currently there remain one-hundred eighty-nine (189) 71 ft. center beam bulkhead flatcars and two (2) 73 ft. center beam bulkhead flatcars, each more specifically described in Exhibit A attached hereto, subject to the Lease (collectively, the "Equipment").

D. Pursuant to that certain Assignment of Lease dated December 4, 1992 among British Columbia, as assignor, Lessee, as assignee, and Lessor, recorded with the Interstate Commerce Commission on December 31, 1992 under Recordation No. 18076-A, British Columbia assigned to the Lessee all of its right, title and interest in, to and under the Lease;

E. The base term of the Lease will end on June 30, 2004.

F. Pursuant to that certain Renewal and Modification of Equipment Lease dated as of the even date herewith (the "Renewal and Modification Agreement"), the parties hereto extended the term of the Lease with respect to all of the Equipment for a term of thirty-six (36) months commencing from July 1, 2004 (the "Renewal Term").

G. This Memorandum shall be recorded with the Surface Transportation Board so as to record the extension of the Lease for the Renewal Term pursuant to the Renewal and Modification Agreement.

H. This Memorandum may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WITNESS:

M&T CREDIT CORPORATION (successor-in-interest to  
Manufacturers and Traders Trust Company, successor-in-  
interest to Allfirst Bank, formerly known as The First  
National Bank of Maryland)

By: \_\_\_\_\_

Mohannad F. Jishi  
Vice President

BC RAIL LTD.

By: \_\_\_\_\_

Name:  
Title:

[Notary Acknowledgements Appear on the Following Pages]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WITNESS:

M&T CREDIT CORPORATION (successor-in-interest to  
Manufacturers and Traders Trust Company, successor-in-  
interest to Allfirst Bank, formerly known as The First  
National Bank of Maryland)

\_\_\_\_\_

By: \_\_\_\_\_  
Mohannad F. Jishi  
Vice President

                      
*H. Little*

BC RAIL LTD.

By: \_\_\_\_\_  
Name: R. PHILLIPS  
Title: PRESIDENT & CEO

[Notary Acknowledgements Appear on the Following Pages]

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE )

On this 5<sup>th</sup> day of May, 2004, before me, a Notary Public of the City and State of Maryland, personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is Vice President of M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-in-interest to Allfirst Bank (formerly known as The First National Bank of Maryland), that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

La-Shawna R. Jenkins  
Notary Public

My commission expires: 5/1/06

STATE OF \_\_\_\_\_ )

) SS:

CITY/COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2003, before me, a Notary Public of the City/County and State aforesaid, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that s/he is a \_\_\_\_\_ of BC Rail Ltd., successor-in-interest to BC Rail Ltd., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE )

On this \_\_\_\_ day of \_\_\_\_\_, 2004, before me, a Notary Public of the City and State aforesaid, personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is Vice President of M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-in-interest to Allfirst Bank (formerly known as The First National Bank of Maryland), that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

\_\_\_\_\_  
Notary Public

My commission expires:

PROVINCE

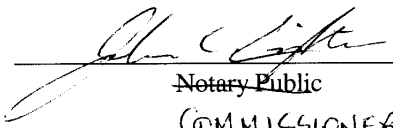
STATE OF \_\_\_\_\_ )

) SS:

CITY/COUNTY OF NORTH VANCOUVER

On this 6<sup>th</sup> day of MAY, 2004, before me, a COMMISSIONER ~~Notary Public~~ of the City/County and State aforesaid, personally appeared R. PHILLIPS, to me personally known, who being by me duly sworn, says that s/he is a PRESIDENT & CEO of BC Rail Ltd., successor-in-interest to BC Rail Ltd., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

  
\_\_\_\_\_  
Notary Public

COMMISSIONER

My commission expires:

JANUARY 31, 2006.

**Exhibit A**  
**to**  
**Memorandum of Renewal of Equipment Lease**

**Description of Equipment**

One-hundred eighty-nine (189) 71 ft. center beam bulkhead flatcars bearing car marks and numbers as follows:

	<b><i>CAR INITIAL</i></b>	<b><i>CAR NUMBER</i></b>
1.	BCIT	871000
2.	BCIT	871001
3.	BCIT	871002
4.	BCIT	871003
5.	BCIT	871004
6.	BCIT	871006
7.	BCIT	871007
8.	BCIT	871008
9.	BCIT	871009
10.	BCIT	871010
11.	BCIT	871011
12.	BCIT	871012
13.	BCIT	871013
14.	BCIT	871014
15.	BCIT	871018
16.	BCIT	871019
17.	BCIT	871020
18.	BCIT	871021
19.	BCIT	871022
20.	BCIT	871024
21.	BCIT	871025
22.	BCIT	871026
23.	BCIT	871027
24.	BCIT	871028
25.	BCIT	871029
26.	BCIT	871031
27.	BCIT	871032
28.	BCIT	871035
29.	BCIT	871036
30.	BCIT	871037
31.	BCIT	871038
32.	BCIT	871039
33.	BCIT	871040
34.	BCIT	871041
35.	BCIT	871042
36.	BCIT	871043
37.	BCIT	871044
38.	BCIT	871045
39.	BCIT	871046
40.	BCIT	871047
41.	BCIT	871049



	<b>CAR INITIAL</b>	<b>CAR NUMBER</b>
42.	BCIT	871050
43.	BCIT	871051
44.	BCIT	871052
45.	BCIT	871053
46.	BCIT	871054
47.	BCIT	871055
48.	BCIT	871056
49.	BCIT	871057
50.	BCIT	871058
51.	BCIT	871059
52.	BCIT	871060
53.	BCIT	871062
54.	BCIT	871063
55.	BCIT	871064
56.	BCIT	871065
57.	BCIT	871066
58.	BCIT	871067
59.	BCIT	871068
60.	BCIT	871069
61.	BCIT	871070
62.	BCIT	871072
63.	BCIT	871074
64.	BCIT	871075
65.	BCIT	871076
66.	BCIT	871077
67.	BCIT	871078
68.	BCIT	871081
69.	BCIT	871082
70.	BCIT	871083
71.	BCIT	871085
72.	BCIT	871086
73.	BCIT	871087
74.	BCIT	871088
75.	BCIT	871089
76.	BCIT	871090
77.	BCIT	871091
78.	BCIT	871092
79.	BCIT	871093
80.	BCIT	871095
81.	BCIT	871096
82.	BCIT	871097
83.	BCIT	871099
84.	BCIT	871100
85.	BCIT	871101
86.	BCIT	871102
87.	BCIT	871103
88.	BCIT	871105
89.	BCIT	871106
90.	BCIT	871107
91.	BCIT	871108
92.	BCIT	871109
93.	BCIT	871110

	<i>CAR INITIAL</i>	<i>CAR NUMBER</i>
94.	BCIT	871111
95.	BCIT	871112
96.	BCIT	871113
97.	BCIT	871114
98.	BCIT	871115
99.	BCIT	871116
100.	BCIT	871117
101.	BCIT	871118
102.	BCIT	871119
103.	BCIT	871120
104.	BCIT	871121
105.	BCIT	871122
106.	BCIT	871123
107.	BCIT	871124
108.	BCIT	871125
109.	BCIT	871126
110.	BCIT	871127
111.	BCIT	871128
112.	BCIT	871129
113.	BCIT	871130
114.	BCIT	871131
115.	BCIT	871132
116.	BCIT	871133
117.	BCIT	871134
118.	BCIT	871135
119.	BCIT	871136
120.	BCIT	871137
121.	BCIT	871138
122.	BCIT	871139
123.	BCIT	871140
124.	BCIT	871141
125.	BCIT	871142
126.	BCIT	871143
127.	BCIT	871144
128.	BCIT	871145
129.	BCIT	871146
130.	BCIT	871147
131.	BCIT	871148
132.	BCIT	871149
133.	BCIT	871200
134.	BCIT	871201
135.	BCIT	871202
136.	BCIT	871203
137.	BCIT	871204
138.	BCIT	871205
139.	BCIT	871206
140.	BCIT	871207
141.	BCIT	871208
142.	BCIT	871209
143.	BCIT	871210
144.	BCIT	871211
145.	BCIT	871212

	<b>CAR INITIAL</b>	<b>CAR NUMBER</b>
146.	BCIT	871213
147.	BCIT	871214
148.	BCIT	871215
149.	BCIT	871216
150.	BCIT	871217
151.	BCIT	871218
152.	BCIT	871220
153.	BCIT	871221
154.	BCIT	871222
155.	BCIT	871223
156.	BCIT	871224
157.	BCIT	871225
158.	BCIT	871226
159.	BCIT	871227
160.	BCIT	871228
161.	BCIT	871229
162.	BCIT	871230
163.	BCIT	871231
164.	BCIT	871232
165.	BCIT	871233
166.	BCIT	871234
167.	BCIT	871235
168.	BCIT	871236
169.	BCIT	871238
170.	BCIT	871239
171.	BCIT	871240
172.	BCIT	871241
173.	BCIT	871242
174.	BCIT	871243
175.	BCIT	871244
176.	BCIT	871245
177.	BCIT	871246
178.	BCIT	871247
179.	BCIT	871248
180.	BCIT	871249
181.	BCIT	871250
182.	BCIT	871251
183.	BCIT	871252
184.	BCIT	871253
185.	BCIT	871254
186.	BCIT	871255
187.	BCIT	871257
188.	BCIT	871258
189.	BCIT	871259

Two (2) 73 ft. center beam bulkhead flatcars bearing car marks and numbers as follows:

1.	BCIT	873950
2.	BCIT	873951